

INTERNET
FORM NLRB-501
(2-08)UNITED STATES OF AMERICA
NATIONAL LABOR RELATIONS BOARD
CHARGE AGAINST EMPLOYER**DO NOT WRITE IN THIS SPACE**

Case

15-CA-280398

Date Filed

July 26, 2021

INSTRUCTIONS:

File an original with NLRB Regional Director for the region in which the alleged unfair labor practice occurred or is occurring.

1. EMPLOYER AGAINST WHOM CHARGE IS BROUGHT

a. Name of Employer Downtown Memphis Commission		b. Tel. No. (b) (6), (b) (7)(C)
		c. Cell No.
		f. Fax No.
d. Address (Street, city, state, and ZIP code) 114 South Main Street TN Memphis 38103	e. Employer Representative (b) (6), (b) (7)(C)	g. e-Mail
		h. Number of workers employed 50
i. Type of Establishment (factory, mine, wholesaler, etc.) Services	j. Identify principal product or service Security Service for Downtown Memphis	
k. The above-named employer has engaged in and is engaging in unfair labor practices within the meaning of section 8(a), subsections (1) and (list subsections) 1 of the National Labor Relations Act, and these unfair labor practices are practices affecting commerce within the meaning of the Act, or these unfair labor practices are unfair practices affecting commerce within the meaning of the Act and the Postal Reorganization Act.		

2. Basis of the Charge (set forth a clear and concise statement of the facts constituting the alleged unfair labor practices)

--See additional page--

3. Full name of party filing charge (if labor organization, give full name, including local name and number)

(b) (6), (b) (7)(C)

Title:

4a. Address (Street and number, city, state, and ZIP code)

(b) (6), (b) (7)(C)

4b. Tel. No.

(b) (6), (b) (7)(C)

4c. Cell No.**4d. Fax No.****4e. e-Mail**

(b) (6), (b) (7)(C)

5. Full name of national or international labor organization of which it is an affiliate or constituent unit (to be filled in when charge is filed by a labor organization)**6. DECLARATION**

I declare that I have read the above charge and that the statements are true to the best of my knowledge and belief.

By



(signature of representative or person making charge)

William Wooten

Title: Attorney

(Print/type name and title or office, if any)

Tel. No.

(901) 475-1050

Office, if any, Cell No.**Fax No.****e-Mail**

William@wootenlawoffice.com

120 Court Square East

06/01/2021 05:15:33 PM

Address Covington TN 38019

(date)

WILLFUL FALSE STATEMENTS ON THIS CHARGE CAN BE PUNISHED BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001)**PRIVACY ACT STATEMENT**

Solicitation of the information on this form is authorized by the National Labor Relations Act (NLRA), 29 U.S.C. § 151 et seq. The principal use of the information is to assist the National Labor Relations Board (NLRB) in processing unfair labor practice and related proceedings or litigation. The routine uses for the information are fully set forth in the Federal Register, 71 Fed. Reg. 74942-43 (Dec. 13, 2006). The NLRB will further explain these uses upon request. Disclosure of this information to the NLRB is voluntary; however, failure to supply the information will cause the NLRB to decline to invoke its processes.

Basis of the Charge

8(a)(1)

Within the previous six months, the Employer discharged an employee(s) because the employee(s) engaged in protected concerted activities by, inter alia, protesting terms and conditions of employment and in order to discourage employees from engaging in protected concerted activities.

Name of employee discharged	Approximate date of discharge
(b) (6), (b) (7)(C)	(b) (6), (b) (7)(C) 2021

8(a)(1)

Within the previous six months, the Employer disciplined or retaliated against an employee(s) because the employee(s) engaged in protected concerted activities by, inter alia, protesting terms and conditions of employment and in order to discourage employees from engaging in protected concerted activities.

Name of employee disciplined/retaliated against	Type of discipline/retaliation	Approximate date of discipline/retaliation
(b) (6), (b) (7)(C)	Wrongful Termination; Not allowed to record conv.	(b) (6), (b) (7)(C) 2021
(b) (6), (b) (7)(C)	Delete recorded convo. from personal phone	(b) (6), (b) (7)(C) 2021

Additional Information in Support of Charge

Charging Party Name : (b) (6), (b) (7)(C)

Inquiry Number : (b) (6), (b) (7)(C)

Date Submitted : 06/01/2021 05:15:33 PM

Please provide a brief description of the specific conduct involved in your charge. The information you provide may be viewed by the charged party in the event of a formal proceeding, so PLEASE DO NOT GIVE A DETAILED ACCOUNT OF YOUR CHARGE OR A LIST OF POTENTIAL WITNESSES AT THIS TIME. A Board Agent will contact you to obtain this and other detailed information after your charge is docketed. After you submit this E-Filed Charge form, you will receive a confirmation email with an Inquiry Number (Sample Inquiry Number: 1-1234567890) and a link to the E-Filing web page. You may use the link and the Inquiry number provided in the email to e-file any additional documents you wish to present in support of your charge.

Additional Information Provided:

On multiple occasions, when (b) (6), (b) (7)(C) attempted to rightfully record conversations on (b) (6), (b) (7)(C) personal phone between (b) (6), (b) (7)(C) and (b) (6), (b) (7)(C), the (b) (6), (b) (7)(C) would take (b) (6), (b) (7)(C) personal cell phone and delete the recorded conversation.

It is a violation of the NLRB for employers to disallow, and for employers to delete, the recording of conversations between an employee and their (b) (6), (b) (7)(C). Furthermore, it is unlawful to forcefully require an employee to hand over personal property, including their cellular device, in order to delete such recordings. Finally, Tennessee is a single party consent state regarding the recording of employment conversations. Tennessee law requires only one party's (here, the employee) consent to the recording, and the other parties' consent or knowledge is not required in order for the recording to be properly performed. T.C.A. § 39-13-601.

Therefore, when (b) (6), (b) (7)(C) recorded the conversations between (b) (6), (b) (7)(C) and (b) (6), (b) (7)(C) and (b) (6), (b) (7)(C), (b) (6), (b) (7)(C) was within (b) (6), (b) (7)(C) rights under the law. DMC and its representatives' and/or employees' unilateral and forceful decision to take (b) (6), (b) (7)(C) private cellular device and delete the recordings and protected conversations is a violation of numerous NLRB regulations, as well as Federal and State laws, including privacy laws.

Case Name: Downtown Memphis Commission
Case No.: 15-CA-280398
Agent: Field Attorney ANDREW T. MIRAGLIOTTA

CASEHANDLING LOG

[illegible]



UNITED STATES GOVERNMENT
NATIONAL LABOR RELATIONS BOARD

REGION 15
600 South Maestri Place – 7th Floor
New Orleans, LA 70130-3413

Agency Website: www.nlr.gov
Telephone: (504)589-6362
Fax: (504)589-4069



Download
NLRB
Mobile App

July 26, 2021

(b) (6), (b) (7)(C)

Downtown Memphis Commission
114 South Main Street
Memphis, TN 38103

Re: Downtown Memphis Commission
Case 15-CA-280398

Dear (b) (6), (b) (7)(C)

Enclosed is a copy of a charge that has been filed in this case. This letter tells you how to contact the Board agent who will be investigating the charge, explains your right to be represented, discusses presenting your evidence, and provides a brief explanation of our procedures, including how to submit documents to the NLRB.

Investigator: This charge is being investigated by Field Attorney ANDREW T. MIRAGLIOTTA whose telephone number is (504)321-9578. If this Board agent is not available, you may contact Officer in Charge CHRISTOPHER ROY whose telephone number is (901)425-7236.

Right to Representation: You have the right to be represented by an attorney or other representative in any proceeding before us. If you choose to be represented, your representative must notify us in writing of this fact as soon as possible by completing *Form NLRB-4701, Notice of Appearance*. This form is available on our website, www.nlr.gov, or from an NLRB office upon your request.

If you are contacted by someone about representing you in this case, please be assured that no organization or person seeking your business has any "inside knowledge" or favored relationship with the National Labor Relations Board. Their knowledge regarding this proceeding was only obtained through access to information that must be made available to any member of the public under the Freedom of Information Act.

Presentation of Your Evidence: We seek prompt resolutions of labor disputes. Therefore, I urge you or your representative to submit a complete written account of the facts and a statement of your position with respect to the allegations set forth in the charge as soon as possible. If the Board agent later asks for more evidence, I strongly urge you or your representative to cooperate fully by promptly presenting all evidence relevant to the investigation. In this way, the case can be fully investigated more quickly.

Full and complete cooperation includes providing witnesses to give sworn affidavits to a Board agent, and providing all relevant documentary evidence requested by the Board agent. Sending us your written account of the facts and a statement of your position is not enough to be considered full and complete cooperation. A refusal to fully cooperate during the investigation might cause a case to be litigated unnecessarily.

In addition, either you or your representative must complete the enclosed Commerce Questionnaire to enable us to determine whether the NLRB has jurisdiction over this dispute. If you recently submitted this information in another case, or if you need assistance completing the form, please contact the Board agent.

We will not honor requests to limit our use of position statements or evidence. Specifically, any material you submit may be introduced as evidence at a hearing before an administrative law judge regardless of claims of confidentiality. However, certain evidence produced at a hearing may be protected from public disclosure by demonstrated claims of confidentiality.

Further, the Freedom of Information Act may require that we disclose position statements or evidence in closed cases upon request, unless an exemption applies, such as those protecting confidential financial information or personal privacy interests.

Preservation of all Potential Evidence: Please be mindful of your obligation to preserve all relevant documents and electronically stored information (ESI) in this case, and to take all steps necessary to avoid the inadvertent loss of information in your possession, custody or control. Relevant information includes, but is not limited to, paper documents and all ESI (e.g. SMS text messages, electronic documents, emails, and any data created by proprietary software tools) related to the above-captioned case.

Prohibition on Recording Affidavit Interviews: It is the policy of the General Counsel to prohibit affiants from recording the interview conducted by Board agents when subscribing Agency affidavits. Such recordings may impede the Agency's ability to safeguard the confidentiality of the affidavit itself, protect the privacy of the affiant and potentially compromise the integrity of the Region's investigation.

Correspondence: All documents submitted to the Region regarding your case MUST be filed through the Agency's website, www.nlr.gov. This includes all formal pleadings, briefs, as well as affidavits, documentary evidence, and position statements. The Agency requests all evidence submitted electronically to be in the form it is normally used and maintained in the course of business (i.e., native format). Where evidence submitted electronically is not in native format, it should be submitted in a manner that retains the essential functionality of the native format (i.e., in a machine-readable and searchable electronic format).

If you have questions about the submission of evidence or expect to deliver a large quantity of electronic records, please promptly contact the Board agent investigating the charge.

If you cannot e-file your documents, you must provide a statement explaining why you do not have access to the means for filing electronically or why filing electronically would impose an undue burden.

In addition, this Region will be issuing case-related correspondence and documents, including complaints, compliance specifications, dismissal letters, deferral letters, and withdrawal letters, electronically to the email address you provide. Please ensure that you receive important case-related correspondence, please ensure that the Board Agent assigned to your case has your preferred email address. These steps will ensure that you receive correspondence faster and at a significantly lower cost to the taxpayer. If there is some reason you are unable to receive correspondence via email, please contact the agent assigned to your case to discuss the circumstances that prevent you from using email.

Information about the Agency, the procedures we follow in unfair labor practice cases and our customer service standards is available on our website, www.nlr.gov or from an NLRB office upon your request. *NLRB Form 4541, Investigative Procedures* offers information that is helpful to parties involved in an investigation of an unfair labor practice charge.

We can provide assistance for persons with limited English proficiency or disability. Please let us know if you or any of your witnesses would like such assistance.

Very truly yours,

A handwritten signature in black ink that reads "M. Kathleen McKinney". The signature is written in a cursive style with a small star above the letter 'i' in "McKinney".

M. Kathleen McKinney
Regional Director

MKM/cs

Enclosures:

1. Copy of Charge
2. Commerce Questionnaire

QUESTIONNAIRE ON COMMERCE INFORMATION

Please read carefully, answer all applicable items, and return to the NLRB Office. If additional space is required, please add a page and identify item number.

CASE NAME	CASE NUMBER 15-CA-280398
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1. EXACT LEGAL TITLE OF ENTITY (As filed with State and/or stated in legal documents forming entity)

2. TYPE OF ENTITY

☐ CORPORATION ☐ LLC ☐ LLP ☐ PARTNERSHIP ☐ SOLE PROPRIETORSHIP ☐ OTHER (Specify)

3. IF A CORPORATION or LLC

A. STATE OF INCORPORATION OR FORMATION	B. NAME, ADDRESS, AND RELATIONSHIP (e.g. parent, subsidiary) OF ALL RELATED ENTITIES
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4. IF AN LLC OR ANY TYPE OF PARTNERSHIP, FULL NAME AND ADDRESS OF ALL MEMBERS OR PARTNERS

5. IF A SOLE PROPRIETORSHIP, FULL NAME AND ADDRESS OF PROPRIETOR

6. BRIEFLY DESCRIBE THE NATURE OF YOUR OPERATIONS (Products handled or manufactured, or nature of services performed).

7A. PRINCIPAL LOCATION:

7B. BRANCH LOCATIONS:

8. NUMBER OF PEOPLE PRESENTLY EMPLOYED

A. TOTAL:

B. AT THE ADDRESS INVOLVED IN THIS MATTER:

9. DURING THE MOST RECENT (Check the appropriate box): ☐ CALENDAR ☐ 12 MONTHS or ☐ FISCAL YEAR (FY DATES _____)

	YES	NO
A. Did you provide services valued in excess of \$50,000 directly to customers outside your State? If no, indicate actual value. \$ _____		
B. If you answered no to 9A, did you provide services valued in excess of \$50,000 to customers in your State who purchased goods valued in excess of \$50,000 from directly outside your State? If no, indicate the value of any such services you provided. \$ _____		
C. If you answered no to 9A and 9B, did you provide services valued in excess of \$50,000 to public utilities, transit systems, newspapers, health care institutions, broadcasting stations, commercial buildings, educational institutions, or retail concerns? If less than \$50,000, indicate amount. \$ _____		
D. Did you sell goods valued in excess of \$50,000 directly to customers located outside your State? If less than \$50,000, indicate amount. \$ _____		
E. If you answered no to 9D, did you sell goods valued in excess of \$50,000 directly to customers located inside your State who purchased other goods valued in excess of \$50,000 from directly outside your State? If less than \$50,000, indicate amount. \$ _____		
F. Did you purchase and receive goods valued in excess of \$50,000 from directly outside your State? If less than \$50,000, indicate amount. \$ _____		
G. Did you purchase and receive goods valued in excess of \$50,000 from enterprises who received the goods directly from points outside your State? If less than \$50,000, indicate amount. \$ _____		
H. Gross Revenues from all sales or performance of services (Check the largest amount) <input type="checkbox"/> \$100,000 <input type="checkbox"/> \$250,000 <input type="checkbox"/> \$500,000 <input type="checkbox"/> \$1,000,000 or more If less than \$100,000, indicate amount.		
I. Did you begin operations within the last 12 months? If yes, specify date: _____		

10. ARE YOU A MEMBER OF AN ASSOCIATION OR OTHER EMPLOYER GROUP THAT ENGAGES IN COLLECTIVE BARGAINING?

☐ YES ☐ NO (If yes, name and address of association or group).

11. REPRESENTATIVE BEST QUALIFIED TO GIVE FURTHER INFORMATION ABOUT YOUR OPERATIONS

NAME	TITLE	E-MAIL ADDRESS	TEL. NUMBER
------	-------	----------------	-------------

12. AUTHORIZED REPRESENTATIVE COMPLETING THIS QUESTIONNAIRE

NAME AND TITLE (Type or Print)	SIGNATURE	E-MAIL ADDRESS	DATE
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PRIVACY ACT STATEMENT

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UNITED STATES OF AMERICA
BEFORE THE NATIONAL LABOR RELATIONS BOARD

DOWNTOWN MEMPHIS COMMISSION

Charged Party

and

(b) (6), (b) (7)(C)

Charging Party

Case 15-CA-280398

AFFIDAVIT OF SERVICE OF CHARGE AGAINST EMPLOYER

I, the undersigned employee of the National Labor Relations Board, state under oath that on July 26, 2021, I served the above-entitled document(s) by post-paid regular mail upon the following persons, addressed to them at the following addresses:

(b) (6), (b) (7)(C)

Downtown Memphis Commission
114 South Main Street
Memphis, TN 38103

July 26, 2021

Date

Cristina Sanchez, Designated Agent of
NLRB

Name

/s/

Signature



UNITED STATES GOVERNMENT
NATIONAL LABOR RELATIONS BOARD

REGION 15
600 South Maestri Place – 7th Floor
New Orleans, LA 70130-3413

Agency Website: www.nlr.gov
Telephone: (504)589-6362
Fax: (504)589-4069



Download
NLRB
Mobile App

July 26, 2021

William Wooten, Attorney
Wooten Law Office
120 Court Square East
Covington, TN 38019

Re: Downtown Memphis Commission
Case 15-CA-280398

Dear Mr. Wooten:

The charge that you filed in this case on July 26, 2021 has been docketed as case number 15-CA-280398. This letter tells you how to contact the Board agent who will be investigating the charge, explains your right to be represented, discusses presenting your evidence, and provides a brief explanation of our procedures, including how to submit documents to the NLRB.

Investigator: This charge is being investigated by Field Attorney ANDREW T. MIRAGLIOTTA whose telephone number is (504)321-9578. If this Board agent is not available, you may contact Officer in Charge CHRISTOPHER ROY whose telephone number is (901)425-7236.

Right to Representation: You have the right to be represented by an attorney or other representative in any proceeding before us. If you choose to be represented, your representative must notify us in writing of this fact as soon as possible by completing *Form NLRB-4701, Notice of Appearance*. This form is available on our website, www.nlr.gov, or from an NLRB office upon your request.

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Presentation of Your Evidence: As the party who filed the charge in this case, it is your responsibility to meet with the Board agent to provide a sworn affidavit, or provide other witnesses to provide sworn affidavits, and to provide relevant documents within your possession. Because we seek to resolve labor disputes promptly, you should be ready to promptly present your affidavit(s) and other evidence. If you have not yet scheduled a date and time for the Board agent to take your affidavit, please contact the Board agent to schedule the affidavit(s). If you fail to cooperate in promptly presenting your evidence, your charge may be dismissed without investigation.

Preservation of all Potential Evidence: Please be mindful of your obligation to preserve all relevant documents and electronically stored information (ESI) in this case, and to take all steps necessary to avoid the inadvertent loss of information in your possession, custody or control. Relevant information includes, but is not limited to, paper documents and all ESI (e.g. SMS text messages, electronic documents, emails, and any data created by proprietary software tools) related to the above-captioned case.

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July 26, 2021

We can provide assistance for persons with limited English proficiency or disability. Please let us know if you or any of your witnesses would like such assistance.

Very truly yours,

A handwritten signature in black ink that reads "M. Kathleen McKinney". The signature is written in a cursive style with a small star-like mark above the "n" in "McKinney".

M. Kathleen McKinney
Regional Director

MKM/cs

cc:

(b) (6), (b) (7)(C)
(b) (6), (b) (7)(C)

From: [Miragliotta, Andrew T.](#)
To: (b) (6), (b) (7)(C) downtownmemphis.com
Subject: 15-CA-280398, Downtown Memphis Commission
Date: Friday, July 30, 2021 10:56:00 AM
Attachments: [CHG.15-CA-280398.07-26-21 Signed Charge.pdf](#)

(b) (6), (b) (7)(C)

As requested, I've attached the above-captioned charge. My contact information is below, or I can also be reached at this e-mail address.

Sincerely,

Andrew Miragliotta

Field Attorney
National Labor Relations Board, Region 15
600 South Maestri Place, 7th Floor
New Orleans, LA 70130-3413
Tel: 504.321.9578 / 202.577.2833 (cell)
Fax: 504.589.4069

INTERNET
FORM NLRB-501
(2-08)UNITED STATES OF AMERICA
NATIONAL LABOR RELATIONS BOARD
CHARGE AGAINST EMPLOYER**DO NOT WRITE IN THIS SPACE**

Case

15-CA-280398

Date Filed

July 26, 2021

INSTRUCTIONS:

File an original with NLRB Regional Director for the region in which the alleged unfair labor practice occurred or is occurring.

1. EMPLOYER AGAINST WHOM CHARGE IS BROUGHT

a. Name of Employer Downtown Memphis Commission		b. Tel. No. (b) (6), (b) (7)(C)
		c. Cell No.
		f. Fax No.
d. Address (Street, city, state, and ZIP code) 114 South Main Street TN Memphis 38103	e. Employer Representative (b) (6), (b) (7)(C)	g. e-Mail
		h. Number of workers employed 50
i. Type of Establishment (factory, mine, wholesaler, etc.) Services	j. Identify principal product or service Security Service for Downtown Memphis	
k. The above-named employer has engaged in and is engaging in unfair labor practices within the meaning of section 8(a), subsections (1) and (list subsections) 1 of the National Labor Relations Act, and these unfair labor practices are practices affecting commerce within the meaning of the Act, or these unfair labor practices are unfair practices affecting commerce within the meaning of the Act and the Postal Reorganization Act.		

2. Basis of the Charge (set forth a clear and concise statement of the facts constituting the alleged unfair labor practices)

--See additional page--

3. Full name of party filing charge (if labor organization, give full name, including local name and number)

(b) (6), (b) (7)(C)

Title:

4a. Address (Street and number, city, state, and ZIP code)

(b) (6), (b) (7)(C)

4b. Tel. No.

(b) (6), (b) (7)(C)

4c. Cell No.**4d. Fax No.****4e. e-Mail**

(b) (6), (b) (7)(C)

5. Full name of national or international labor organization of which it is an affiliate or constituent unit (to be filled in when charge is filed by a labor organization)**6. DECLARATION**

I declare that I have read the above charge and that the statements are true to the best of my knowledge and belief.

By



(signature of representative or person making charge)

William Wooten

Title: Attorney

(Print/type name and title or office, if any)

Tel. No.

(901) 475-1050

Office, if any, Cell No.**Fax No.****e-Mail**

William@wootenlawoffice.com

120 Court Square East

Address Covington TN 38019

06/01/2021 05:15:33 PM

(date)

WILLFUL FALSE STATEMENTS ON THIS CHARGE CAN BE PUNISHED BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001)**PRIVACY ACT STATEMENT**

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Basis of the Charge

8(a)(1)

Within the previous six months, the Employer discharged an employee(s) because the employee(s) engaged in protected concerted activities by, inter alia, protesting terms and conditions of employment and in order to discourage employees from engaging in protected concerted activities.

Name of employee discharged	Approximate date of discharge
(b) (6), (b) (7)(C)	(b) (6), (b) (7)(C) 2021

8(a)(1)

Within the previous six months, the Employer disciplined or retaliated against an employee(s) because the employee(s) engaged in protected concerted activities by, inter alia, protesting terms and conditions of employment and in order to discourage employees from engaging in protected concerted activities.

Name of employee disciplined/retaliated against	Type of discipline/retaliation	Approximate date of discipline/retaliation
(b) (6), (b) (7)(C)	Wrongful Termination; Not allowed to record conv.	(b) (6), (b) (7)(C) 2021
(b) (6), (b) (7)(C)	Delete recorded convo. from personal phone	(b) (6), (b) (7)(C) 2021

AMENDED AND RESTATED
BYLAWS
OF
DOWNTOWN MEMPHIS COMMISSION
(These Amended & Restated Bylaws restate the initial bylaws to reflect the amendments adopted by
the Board of Directors June 25, 2020)

ARTICLE I
NAME

Section 1. The name of the organization is: Downtown Memphis Commission (the "Commission").

ARTICLE II
DEFINITIONS

Section 1. As used in these bylaws, the following terms shall have the following meanings:

Center City Area shall mean within the following boundaries, as defined in Sec. 2-84-1 of the Code of Ordinances of the City of Memphis:

That area bounded generally by the Tennessee state line on the west to the Interstate 55 bridge on the south, thence east along the Interstate 55 bridge, thence south along the shoreline of the Mississippi River to a line extended from the ICC Railroad tracks to the Mississippi River, thence following the railroad tracks to 1-55, thence north along the center of 1-55 to Crump Avenue, thence following Crump Avenue to Danny Thomas, thence along Danny Thomas to Linden Avenue, thence east along Linden Avenue to Watkins Street, thence north generally along Watkins Street to Poplar Avenue, thence generally west along Poplar Avenue to Danny Thomas, thence north along Danny Thomas to the Wolf River, thence along the Wolf River to the point where it turns south, thence along the centerline of the Wolf River Riverfront Channel and following such line to the Tennessee state line.

(Code 1985, § 7-87; Ord. No. 4468, § 2, 1-7-1997)

Council shall mean the City Council of the City of Memphis.

County Commission shall mean the Shelby County Board of Commissioners.

CBID shall mean Central Business Improvement District No. II created by Section 12-44-1 of the Code of Ordinances of the City of Memphis.

(Code 1985, § 7-86; Ord. No. 4468, § 2, 1-7-1997)

Mall or common mall shall mean the Main Street Mall.

ARTICLE III PURPOSES

Section 1. The Commission shall represent an official partnership between city and county government and the private business community, and shall:

1. Manage and coordinate the comprehensive and coordinated redevelopment of the Center City Area as the economic, cultural, and governmental heart of Memphis and Shelby County through consultation with public agencies and private interests within the Center City Area.
2. Advise the City Council and the County Commission, together with the mayors of both the city and county and all other interested public officials, as to all steps which are necessary and proper in the administration, promotion and redevelopment of the Center City Area, including any central business improvement district, and to see that all public activities in connection with the implementation of the plans for the creation of the district are properly coordinated.
3. Develop and present an annual operating budget for the consideration and approval of the city and county.
4. Employ a salaried staff, including without limitation a President and Chief Executive Officer.
5. Maintain close liaison with all city and county divisions, including, but not limited to, public works, public service, general services, police services, fire services, budget, finance and administration, executive office, community development department, and the Memphis and Shelby County Office of Planning and Development.
6. Conduct the business necessary for the management and operation of the Main Street Mall, including, but not limited to, promotions, maintenance, security, transportation and parking coordination, special events, and any other functions in connection with the operation of the Main Street Mall.
7. Coordinate planning studies in the Center City Area.
8. Determine priorities for improvement projects within the Center City Area.
9. Develop implementation strategies for specific projects, such as, but not limited to:
 - (a) Promenade Gateway;

- (b) New public/private transportation modes for the Center City Area;
 - (c) New housing districts, services and amenities for the Center City Area;
 - (d) New hotel/motel facilities, parking facilities and office buildings in the Center City Area;
 - (e) New pedestrian systems in the Center City Area.
10. Prepare the feasibility and marketing data necessary for development of first priority projects.
 11. Study and recommend, in concert with the financial agencies of the city and county administration, innovations in public/private financing for center city renewal and secure appropriate financial commitments from public/private sectors to implement first-priority projects.
 12. Study and recommend necessary legislative authority to implement first- priority projects, such as, but not limited to:
 - (a) Tax incentives; and
 - (b) Revision of building and zoning codes.
 13. Develop an implementation tracking system for improvements monitoring.
 14. Determine the specific development plan's critical path system for the first priority projects.
 15. Coordinate with private developers to expedite first-priority projects.
 16. Develop an evaluation system to measure economic, social and environmental impacts and the effectiveness of completed projects.
 17. Provide for an audit and annual report to the official agencies and private interests contributing to the Commission.
 18. The Commission shall act as the district management corporation for the CBID. The Commission shall act as a vacant property review Commission for the Center City Area pursuant to Tennessee Code Annotated § 13-21-201 et seq. The Commission shall perform such other duties and functions as shall be delegated to it from time to time.

ARTICLE IV
MEMBERSHIP

Section 1.

- (a) The Commission shall be composed of sixteen (16) voting members.
- (b) Five (5) members representing the private sector shall be appointed on recommendation of the mayor of the city with approval by the City Council. Five (5) members representing the private sector shall be appointed on recommendation of the mayor of the county, with approval by the County Commission. All ten (10) such appointed members shall hold office for a term of three (3) calendar years and thereafter until their successors are appointed and qualified. A term shall commence on January 1 following the date of approval of such appointee by either the City Council or County Commission. No member shall serve more than two (2) consecutive three-year terms as a member of the Center City Commission Board of Directors, the ex-officio members excepted. Under special circumstances, either Mayor may appoint a member to a third term. In the event of a vacancy on the board, service of a partial, unexpired term shall not be considered a "term" for purposes of the preceding sentence. All such members shall serve without salary.
- (c) The mayor of the city or his designee, the mayor of the county or his designee, one (1) member of the City Council appointed by the chairman thereof and one (1) member of the County Commission appointed by the chairman thereof shall serve as ex-officio members of the Commission with benefit of vote. The chairman of the Council and the chairman of the County Commission shall serve as ex-officio members of the Commission without vote.
- (d) The speakers of the senate and the house of representatives of Tennessee shall each appoint one (1) member of the general assembly from their respective house in accordance with the provision of Tennessee Code Annotated §7-84-519, as amended from time to time, to serve as ex-officio members of the Commission with the benefit of vote.
- (e) All ex-officio members shall serve for the terms of their office.

Section 2. Board members are expected to be committed to the Commission's mission and vision. This includes regular attendance at board meetings and compliance with the Board's Conflict of Interest provisions as the Board may officially adopt or amend by resolution, etc.

Section 3. In the event of a vacancy in such appointed members, whether by reason of resignation, death or other cause, the Commission may recommend a successor to the appropriate appointing authority.

Section 4. The existence of one or more vacancies in the membership of the Commission, or any delay in the appointment of a successor for any one or more members of the Commission whose term

has expired, shall not affect the due organization or existence of the Commission or invalidate any action of the Commission; and the members of the Commission remaining in office shall, pending election of any such replacement or successor, be the duly constituted Commission.

ARTICLE V MEETINGS

Section 1. The Commission shall conduct regular meetings at such time and place as the Commission may fix by resolution. Such meetings will be open to the public with proper public notification being given to members and to the public in advance of the meeting. The regular meeting of the Commission held in June of each year shall be considered the annual meeting of the Commission. If no regular meeting is held in June, the next regularly scheduled meeting following the month of June shall be considered the Commission's official annual meeting.

Section 2. Special meetings may be called from time to time by the chairman. Such meetings will be open to the public with proper notification being given to members and to the public at least twenty-four (24) hours in advance of special meetings. The Commission shall cause a proper record to be kept of the proceedings.

Section 3. Eight (8) of the voting members of the Commission, including ex-officio members with the benefit of vote, shall constitute a quorum for the transaction of business at all official meetings, regular and special, of the Center City Commission's Board of Directors. A simple majority of the appointed members of an official committee of the Board, ad hoc or standing, shall constitute a quorum at meetings of Commission committees. In the event that all twenty (20) voting members of the Commission are present and voting on an item, the President of the Commission shall cast a tie-breaking vote, if necessary.

Section 4. The Chairman shall preside, call the meetings, and serve as the Liaison Officer with public and private agencies. The Vice-Chairman will serve in the absence of the Chairman, with all the rights and privileges, and shall in such event assume all of the duties of the Chairman. All members may submit items for the agenda of any regular meeting or any specially called meeting, but such items must be in the hands of the President at least three (3) days prior to a meeting date. The affirmative vote of a majority of members of the Commission present at a regular or special meeting is an act of the Commission, provided a quorum is present at the time of the vote. The affirmative vote of a majority of the appointed members of official committees, ad hoc or standing, present at regular or special meetings of committees is an act of the Committee, provided a quorum is present at the time of the vote.

Section 5. Subject to compliance with applicable laws relating to meetings of public bodies, any or all members of the Commission may participate in either a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all members of the Commission

participating may simultaneously hear each other during the meeting. A member of the Commission participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE VI OFFICERS

Section 1. The Officers of the Commission shall consist of a Chairman, a Vice -Chairman, a Secretary and a Treasurer, President and Chief Executive Officer and may include an Assistant Secretary or such other officers designated by the Commission.

Section 2.

(a) The officers, with the exception of the President and Chief Executive Officer, shall be elected at each annual meeting of the Commission and shall hold office for a term until the next annual meeting of the Commission and thereafter until their respective successors have been duly elected and qualified. No Board member, with the exception of the President and Chief Executive Officer, shall serve for more than two consecutive one-year terms in the same officer position. Each year, at least two weeks in advance of the Commission's annual meeting, the current Chair of the Commission will nominate, and the Board will elect, a Nominating Committee composed of three members of the Board. The purpose of the Nominating Committee will be to select, and recommend to the full Board at its annual meeting, individual nominees to serve as officers of the Board for the next year. If the annual meeting of the Commission is not held at the time specified in these bylaws, or if any officer is not elected at an annual meeting, such failure shall not affect the due organization and existence of the Commission or the validity of any action of the Commission, but the person or persons holding the office of the officer or officers not so elected shall hold over until their successors are elected.

(b) The President and Chief Executive Officer shall be employed by the Center City Commission's Board of Directors, shall serve at the will and pleasure of the Board, such being defined by a written employment agreement between the Board and the President and Chief Executive Officer, and approved by the Board. The President and Chief Executive Officer of the Commission shall perform the duties of said office as prescribed in the Commission's bylaws, and for the term of his or her employment by the Board. The President and Chief Executive Officer's term shall not be subject to the annual election of officers provisions as otherwise described in Article VI, herein.

Section 3. The Chairman shall preside at all meetings of the Commission. At each meeting, the Chairman shall submit such recommendations and information, as he may consider proper concerning the business affairs and policies of the Commission. The Chairman shall be a member of the Commission.

Section 4. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in the case of the resignation, removal or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as a new Chairman shall be selected. The Vice -Chairman shall be a member of the Commission.

Section 5. The President shall be the Chief Executive Officer of the Commission and shall be charged with the active management and administration of the affairs of the Commission. The President shall have the power to make all contracts in the conduct of the regular and ordinary business of the Commission and may appoint and discharge agents and employees of the Commission and fix their compensation, subject to the general supervision of the Chairman of the Commission and the Commission. The President shall do and perform such other duties as from time to time may be assigned to him by the Commission.

Section 6. The Secretary, with the assistance of the staff of the Commission, shall keep the records of meetings of the Commission, including records of all votes and other proceedings of the Commission, and shall perform all duties incidental to such office. The Secretary shall be a member of the Commission.

Section 7. The Treasurer, with such assistance from the President and Chief Executive Officer and the Chief Financial Officer of the Commission as he or she may deem proper, shall have the care and custody of all funds of the Commission and shall deposit the same in the name of the Commission in such bank or banks as the Commission may select.

Section 8. The Assistant Secretary, if any, may perform any of the functions of the Secretary in the absence or incapacity of the Secretary; and in the case of the resignation, removal or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed upon the Secretary until such time as a new Secretary is elected. The Assistant Secretary need not be a member of the Commission.

Section 9. Any person may hold more than one office.

Section 10. This Commission shall have such other officers as shall be designated from time to time by the Commission. Such other officers need not be members of the Commission.

Section 11. The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or bylaws or rules and regulations of the Commission.

Section 12. Any officer may resign by written notice to the Commission. Any officer may be removed by majority vote of all members of the Commission present and voting. Any vacancy in any office shall be filled by the Commission. The existence of any such vacancy or any delay in filling such vacancy shall not affect the due organization or existence of the Commission or the validity of any action of the Commission.

ARTICLE VII COMMITTEES

Section 1. The Chairman shall annually appoint such committees, both ad hoc and standing, as shall be necessary to implement the programs of the Commission. The membership of such committees may

include Commission members as well as other persons interested in the Center City Area, but each committee other than the Design Review Board shall be chaired by a member of the Commission. Such annual appointment of standing committees shall include: (1) a Budget & Finance Committee, the membership of which shall be made up of the elected Treasurers of the Center City Commission (CCC) Board of Directors, the Center City Development Corporation (CCDC) Board of Directors, the Center City Revenue Finance Corporation (CCRFC) Board of Directors, and the Parking Authority of the City of Memphis & County of Shelby, Tennessee (DPA), and (2) a separate Audit Committee, the membership of which shall be made up of the Chairs of the CCC, CCDC, CCRFC, and DPA. The duties and responsibilities of the Budget & Finance Committee and the Audit Committee shall be described in a Budget & Finance Committee Charter and an Audit Committee Charter, both Charters to be approved by the Commission's Board of Directors. Committees may make recommendations to the Commission on matters of policy, but only the Commission as a whole shall have the power to establish its policies or to commit it to specific actions or positions. The exact responsibilities of each committee shall be determined by the Chairman with the concurrence of the Commission. All meetings of all committees, ad hoc or standing, shall be open to the public, and committee members and the public shall be properly notified at least three (3) days in advance of such meetings.

ARTICLE VIII CONFLICT OF INTEREST

Section 1. All members of the Center City Commission Board of Directors, including ex-officio members and voting and non-voting members, shall be subject to and governed by such Conflict of Interest provisions as the Board may adopt or amend by resolution.

ARTICLE IX ROBERT'S RULES OF ORDER

Section 1. The procedural rules and guidelines contained in the Commission's bylaws shall officially prescribe the conduct of all of the Commission's meetings. In the absence of guidance from within the bylaws, the Commission will conduct its business according to Robert's Rules of Order.

ARTICLE X AMENDMENT TO BYLAWS

Section 1. These bylaws may be amended or repealed by a majority of the Commission present at a duly constituted meeting, except that any amendment must be consistent with all governing laws and ordinances, including Chapter 7, Code of Ordinance, City of Memphis.

_____, Secretary

Adopted: _____, 2020

NATIONAL LABOR RELATIONS BOARD

NOTICE OF APPEARANCE

and

CASE 15-CA-280398

Downtown Memphis Commission

☒ REGIONAL DIRECTOR

☐ EXECUTIVE SECRETARY
NATIONAL LABOR RELATIONS BOARD
Washington, DC 20570

☐ GENERAL COUNSEL
NATIONAL LABOR RELATIONS BOARD
Washington, DC 20570

THE UNDERSIGNED HEREBY ENTERS APPEARANCE AS REPRESENTATIVE OF _____

IN THE ABOVE-CAPTIONED MATTER.

CHECK THE APPROPRIATE BOX(ES) BELOW:

☒ REPRESENTATIVE IS AN ATTORNEY

☒ IF REPRESENTATIVE IS AN ATTORNEY, IN ORDER TO ENSURE THAT THE PARTY MAY RECEIVE COPIES OF CERTAIN DOCUMENTS OR CORRESPONDENCE FROM THE AGENCY IN ADDITION TO THOSE DESCRIBED BELOW, THIS BOX MUST BE CHECKED. IF THIS BOX IS NOT CHECKED, THE PARTY WILL RECEIVE ONLY COPIES OF CERTAIN DOCUMENTS SUCH AS CHARGES, PETITIONS AND FORMAL DOCUMENTS AS DESCRIBED IN SEC. 11842.3 OF THE CASEHANDLING MANUAL.

(REPRESENTATIVE INFORMATION)

NAME:	Thomas S Grow		
MAILING ADDRESS:	Littler Mendelson, PC, 3725 Champion Hills Drive		
	Memphis TN		
E-MAIL ADDRESS:	tgrow@littler.com		
OFFICE TELEPHONE NUMBER:	9013557893		
CELL PHONE NUMBER:		FAX:	
SIGNATURE: <i>Thomas S Grow</i>			
DATE: Saturday, July 31, 2021 4:56 PM Central Standard Time			

¹ IF CASE IS PENDING IN WASHINGTON AND NOTICE OF APPEARANCE IS SENT TO THE GENERAL COUNSEL OR THE EXECUTIVE SECRETARY, A COPY SHOULD BE SENT TO THE REGIONAL DIRECTOR OF THE REGION IN WHICH THE CASE WAS FILED SO THAT THOSE RECORDS WILL REFLECT THE APPEARANCE.

Hi And cw

Thank you
Tom

[illegible]

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From: [Miragliotta, Andrew T.](#)
To: william@wootenlawoffice.com
Subject: NLRB Case 15-CA-280398, Downtown Memphis Commission
Date: Thursday, August 12, 2021 11:37:00 AM

Mr. Wooten,

I'm the agent assigned to the above captioned charge and would like to speak to you as soon as practicable regarding the Board case. Do you have any availability today for a conversation on the matter?

Sincerely,

Andrew Miragliotta

Field Attorney
National Labor Relations Board, Region 15
600 South Maestri Place, 7th Floor
New Orleans, LA 70130-3413
Tel: 504.321.9578 / 202.577.2833 (cell)
Fax: 504.589.4069

From: [Miragliotta, Andrew T.](#)
To: [William A. Wooten, Esq.](#)
Cc: [Nick House](#)
Subject: RE: NLRB Case 15-CA-280398, Downtown Memphis Commission
Date: Friday, August 13, 2021 10:37:00 AM

Mr. Wooten and Mr. House,

Thank you for taking my call this morning. As discussed, here is the caselaw on which the Region is relying in its determination that the Board would not be able to exercise jurisdiction in this matter:

The Board will not exercise jurisdiction over a political subdivision, and the Supreme Court provided two distinct criteria in *NLRB v. Natural Gas Utility of District of Hawking County (Hawking County)* to determine whether an employer constitutes a political subdivision of a state: where it is (1) "Created directly by the state, so as to constitute departments or administrative arms of the government," **or** (2) "administered by individuals who are responsible to public officials or to the general electorate." 402 U.S. 600, 604-05 (1971). The Court and Board have explicitly noted that an Employer need only satisfy one of these elements to be considered a political subdivision.

The Downtown Memphis Commission exists essentially to market and develop the City of Memphis. The DMC is administered by a 16-member Board of Directors which includes a Memphis City Council member, a Shelby County Commissioner, a Memphis Mayoral representative, a Shelby County representative, two Tennessee State Legislators, and then 10 private-sector members who are appointed by the county and city mayors and, by charter, must be approved by the City Council and County Commission. Given the composition of the DMC Board of Directors, the Employer satisfies the second test from *Hawking County*, that it is administered by individuals who are responsible to public officials or the general electorate.

Please let me know if you have any questions about this, or, as discussed, how your client would prefer to process the case.

Sincerely,

Andrew Miragliotta

Field Attorney
National Labor Relations Board, Region 15
600 South Maestri Place, 7th Floor
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Tel: 504.321.9578 / 202.577.2833 (cell)
Fax: 504.589.4069

From: William A. Wooten, Esq. <wawooten@gmail.com>
Sent: Thursday, August 12, 2021 9:10 PM
To: Miragliotta, Andrew T. <Andrew.Miragliotta@nrlb.gov>
Cc: Nick House <nfhhouse01@gmail.com>
Subject: Re: NLRB Case 15-CA-280398, Downtown Memphis Commission

Andrew,

I apologize as I just received your email. Nick House, my associate attorney, or I can be available most of the day tomorrow. Please feel free to call the office and ask for either of us at your convenience tomorrow. Thanks, William

On Thu, Aug 12, 2021 at 10:37 AM Miragliotta, Andrew T. <Andrew.Miragliotta@nlrb.gov> wrote:

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William A. Wooten, Esq.* / SHRM-CP

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*Licensed in TN, MO and TX; TN Rule 31 Listed General Civil/ Family Mediator

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From: [William A. Wooten, Esq.](#)
To: [Miragliotta, Andrew T.](#)
Cc: [Nick House](#)
Subject: Re: NLRB Case 15-CA-280398, Downtown Memphis Commission
Date: Wednesday, August 18, 2021 11:09:34 AM

Andrew,

Thank you for the follow-up. We will withdraw our client's NLRB claim. Thanks, William

On Wed, Aug 18, 2021 at 9:50 AM Miragliotta, Andrew T. <Andrew.Miragliotta@nlrb.gov> wrote:

Mr. Wooten and Mr. House,

I'm following up to see if you were able to get your client's position on either withdrawal or dismissal, given our discussion last week and the caselaw I sent. Please let me know as soon as possible. If we do not hear from you, the case will likely be dismissed tomorrow, Thursday, August 19.

Thanks,

Andrew Miragliotta

Field Attorney

National Labor Relations Board, Region 15

600 South Maestri Place, 7th Floor

New Orleans, LA 70130-3413

Tel: 504.321.9578 / 202.577.2833 (cell)

Fax: 504.589.4069

From: Miragliotta, Andrew T.
Sent: Friday, August 13, 2021 9:37 AM
To: William A. Wooten, Esq. <wawooten@gmail.com>
Cc: Nick House <nfhouse01@gmail.com>
Subject: RE: NLRB Case 15-CA-280398, Downtown Memphis Commission

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Sent: Thursday, August 12, 2021 9:10 PM
To: Miragliotta, Andrew T. <Andrew.Miragliotta@nlrb.gov>
Cc: Nick House <nfhouse01@gmail.com>
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UNITED STATES GOVERNMENT
National Labor Relations Board



Memorandum

DATE: 8/13/21
TO: File
FROM: Andrew T. Miragliotta, Field Attorney
Region 15
CASES: Case 15-CA-280398, Downtown Memphis Commission
SUBJECT: Withdrawal Conversation with CP

Based on the meeting with the Agenda Committee, I called the Charging Party's legal representatives to discuss the lack of jurisdiction. After explaining the issue, they said they would likely withdraw the charge, but would like to review the relevant caselaw and consult with their client. I advised them of 10(b) in the event they ultimately decided to withdraw the charge.

Several days later, the legal representatives confirmed via e-mail they wished to withdraw the charge.



UNITED STATES GOVERNMENT
NATIONAL LABOR RELATIONS BOARD

REGION 15
600 South Maestri Place – 7th Floor
New Orleans, LA 70130-3413

Agency Website: www.nlrb.gov
Telephone: (504)589-6362
Fax: (504)589-4069

August 19, 2021

Thomas S. Grow
Littler Mendelson P.C.
3725 Champion Hill Drive, Suite 3000
Memphis, TN 38125
tgrow@littler.com

Re: Downtown Memphis Commission
Case 15-CA-280398

Dear Mr. Grow:

This is to advise you that I have approved the withdrawal of the charge in the above matter.

Very truly yours,

M. Kathleen McKinney
by pal

M. Kathleen McKinney
Regional Director

MKM/pal

cc: (b) (6), (b) (7)(C)
[REDACTED]
Downtown Memphis Commission
114 South Main Street
Memphis, TN 38103

William Wooten, Attorney
Wooten Law Office
120 Court Square East
Covington, TN 38019
william@wootenlawoffice.com

(b) (6), (b) (7)(C)
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